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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1559.
FILED, JUNE 23rd. 1967.

TOMBILL MINES LIMITED

Full corporate name of Company

Incorporated under the Companies Act of Ontario by Letters Patent dated October 7, 1935

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1420.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

Agreement dated June 1, 1967 between the Company and Francana Oil & Gas Ltd. with respect to financing the Company's sodium sulphate properties and rights. A Summary of the Agreement is set forth in Schedule A hereto. A copy of the Agreement is on file with the Toronto Stock Exchange.

See Schedule " A " on pages 3 and 4.

2. Head office address and any other office address.

Head Office - Suite 710-60 Yonge St. Toronto 1, Ont. and Project Manager's Office, Bank of Canada Bldg., Regina, Saskatchewan.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

President & Director
James A. Grant,
Suite 710,
60 Yonge St. Toronto,
Mining Executive.

Vice-President & Director
Sidney H. Robinson,
2400-44 King St. West,
Toronto 1, Ontario,
Queen's Counsel.

Director
William D. George, Jr.,
Zewickley, Pa., U.S.A.
Real Estate

Director
Foster W. Hewitt,
1 Grenville St., Toronto,
Radio Executive

Director
George M. Grant,
182 Moore Ave., Toronto,
Executive Now Retired.

Vice-President & Project Manager
R. V. Tomkins,
520 Bank of Canada Bldg.,
Regina, Saskatchewan,
Engineer.

Director
George F. Hayhurst,
108 Rosedale Heights Drive,
Toronto 7, Ontario,
Advertising Executive.

Secretary-Treasurer & Director
H. L. Good,
Suite 710,
60 Yonge St,
Toronto 1, Ontario,
Chartered Accountant.

4. Share capitalization showing authorized and issued and outstanding capital.

Authorized capital - 5,000,000 shares - no par value

Issued Capital - 3,700,000

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.

Nil

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.

50,000 treasury shares of the Company are under option to R. V. Tomkins, Vice-President and Project Manager of the Company at $1.25 per share, exercisable retroactively and currently at the rate of 10,000 shares annually over a period of five years, expiring 22nd April, 1970. Other than aforesaid there are no treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale, or option agreement, except as set forth in agreement mentioned in Item 1.

See Undertaking pursuant to purchase of treasury shares, forming part of page 4.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None, except Francana Oil & Gas. Ltd., as set forth in Agreement mentioned in items 1 and 6. Hudson Bay Mining and Smelting Co., Limited and Francana Development Corporation Ltd. (a wholly-owned subsidiary of Credit Foncier Franco-Canadien), are the principal shareholders of Francana Oil & Gas Ltd.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will participate with Francana Oil & Gas Ltd. in financing a newly incorporated company to acquire and develop its sodium sulphate properties with respect to $800,000.00 and the remaining $100,000.00 will be used for possible mining exploration situations which might arise and general administrative expenses.
10. Brief statement of company's chief development work during past year.	With respect to the Company's sulphate leases further engineering studies were completed and harvesting of sodium sulphate salts was carried out from the reservoir during January and February of 1967. Reference is made to report of R.V. Tomkins, dated June 7, 1967.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not Applicable
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Names — No. of Shares * Francana Oil & Gas. Ltd., 520 Bank of Canada Bldg., Regina, Saskatchewan. — 620,200 shares ** Barclay & Crawford Ltd., 48 Yonge Street, Toronto 1, Ontario. — 245,225 shares ** Playfair & Co. Ltd., 60 Yonge Street, Toronto 1, Ontario. — 261,750 shares ** James Richardson & Sons, 173 Portage Ave, East, Winnipeg, Manitoba. — 210,830 shares ** Crown Trust Co. - Trustee, c/o Corporate Trust Dept., 302 Bay Street, Toronto 1, Ontario. — 150,000 shares * Beneficial Owners ** Beneficial Owners Unknown

SCHEDULE "A"

SUMMARY OF AGREEMENT
dated June 1st, 1967.
between Francana Oil & Gas. Ltd. and
Tombill Mines Limited, referred to in Item 1

1. Tombill is the holder of 5 alkali mineral leases, Nos. A4078, A4079, A4081, A4083 and A4084, in the Province of Saskatchewan, and has the right pursuant to the terms of an agreement made January 28th, 1966, with the Government of Saskatchewan and Saskatchewan Minerals, a Crown Corporation, to have assigned to Tombill a sixth alkali mineral lease No. A4151 in accordance with the terms and conditions of such agreement.

2. Francana will forthwith after the effective date hereinafter defined incorporate a new company with an authorized capital of 1,000,000 common shares, without nominal or par value and 250,000 5% redeemable cumulative preferred shares, having a par value of $10.00 each.

3. Forthwith after the incorporation and organization of the new company, Francana will purchase 300,000 common shares of the new company at the price of $1.00 each per share.

4. Forthwith after the receipt by the new company of the said $300,000.00 mentioned in 3 above, the new company will pay to Tombill the sum of $200,000.00 in repayment of expenditures made by Tombill on or in connection with the said sodium sulphate properties and Tombill will assign and convey to the new company its rights under the said 5 alkali mineral leases and the said Mineral Lease Agreement.

5. Forthwith after the receipt by Tombill of the said sum of $200,000.00 from the new company mentioned in 4 above, Tombill will purchase 200,000 common shares of the new company at the price of $1.00 per share.

6. The new company, Tombill and Francana will enter into an agreement whereby Francana will purchase 120,000 preferred shares of the new company at the price of $10.00 per share and Tombill will purchase 80,000 preferred shares of the new company at $10.00 per share, the purchase price for the said shares to be paid to the new company from time to time within a period of eighteen months from June 1 1967, at the call of the Board of Directors of the new company as monies are required by it to meet development and pre-production expenses and engineering costs, and general corporate expenses, and calls to be made to Francana and Tombill in amounts pro rata to their holdings of common shares, that is on a 60% - 40% basis and the agreement to also provide that in any event all of the said 200,000 preferred shares shall be taken up and paid for by Francana and Tombill on or before the 1st day of December, 1968.

7. Francana will purchase from Tombill 900,000 shares of the capital stock of Tombill at the price of $1.00 per share, $100,000.00 of the purchase price of the said shares to be paid to Tombill within 20 days after the date of incorporation of the new company and the balance of the purchase price of the said shares being $800,000.00 to be paid to Tombill from time to time within a period of 18 months from June 1st, 1967, upon the receipt by Tombill from the new company of a call with respect to the purchase of the preferred shares referred to in item 6 above in the amount equivalent to the amount of money required by Tombill to meet each such call from time to time and in any event, the said $800,000.00 balance of the purchase price of such shares to be paid to Tombill on or before the 1st day of December, 1968.

8. Preferred shares of the new company will be redeemable from the holders thereof pro rata to the number of shares held by each of them.

9. For a period of five years from the date of the incorporation of the new company, provided Tombill continues to own at least 150,000 of the issued common shares of the new company, three nominees of Tombill shall be elected as Directors of the new company.

10. It is agreed that the new company will proceed with all due diligence to bring the sodium sulphate properties into production.

11. The Agreement provides that any new common shares of the new company in excess of the shares to be issued as above set forth, shall first be offered for allotment and issue pro rata to the then existing shareholders. The agreement also gives each party the right of first refusal with respect to common shares of the new company being offered for sale by the other party.

12. The agreement is subject to the acceptance of a Filing Statement by the Toronto Stock Exchange and the approval of certain matters by the Government of Saskatchewan. The term "effective date" means the date which is the latest of the dates when the said filing statement is accepted as aforesaid or the Government of Saskatchewan has consented to the assignment of all the said five alkali Mineral Leases Nos. A4078, A4079, A4081, A4083, A4084 and the said agreement respecting Mineral Lease No. A4151.

. . . . . .

Francana Oil & Gas Ltd., has undertaken that the said 900,000 shares of Tombill Mines Limited being purchased by it under the terms of the above mentioned agreement and any other shares of Tombill Mines Limited held by it at the date of the said agreement will not be sold or distributed for a period of six months and thereafter will not be sold or distributed without having complied with the requirements of the Ontario Securities Commission and the Toronto Stock Exchange.

UNDERTAKING

To:-

The Toronto Stock Exchange,
234 Bay Street,
Toronto, Ontario.

Hudson Bay Mining and Smelting Co., Limited and Francana Development Corporation Ltd. (a wholly-owned subsidiary of Credit Foncier Franco Canadien), principal shareholders of Francana Oil & Gas Ltd. ("Francana" herein), hereby jointly and severally undertake and covenant with The Toronto Stock Exchange that they will cause Francana to purchase and pay for 900,000 shares of the capital stock of Tombill Mines Limited ("Tombill" herein) at the price of $1.00 per share within the time and upon the terms set forth in an agreement between Tombill and Francana dated as of June 1, 1967 and referred to in a filing statement of Tombill dated June 22nd, 1967, filed with The Toronto Stock Exchange.

This undertaking is irrevocable.

DATED this 23rd day of June, 1967.

HUDSON BAY MINING AND SMELTING CO., LIMITED

Per: [signature]

FRANCANA DEVELOPMENT CORPORATION LTD.

Per: [signature]

EXHIBIT 'A'

FINANCIAL STATEMENTS

TOMBILL MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

INTERIM BALANCE SHEET AS AT 31ST MAY 1967

ASSETS

Current:		
Cash	$ 22,676	
Accounts receivable	2,666	
Investments in marketable securities - at book value (quoted market value $140,253)	54,632	
Short term notes receivable and accrued interest	51,783	
	131,757	
Government of Canada Bonds - at cost: Deposited with the Government of Saskatchewan (Note 1)	58,447	
Investment in Associated Company, Sylvite of Canada Ltd: Valued at the cost of acquisition of Western Canada potash properties and mineral rights	297,262	
Other Investments - at cost: Advances to and vendor's share interest in affiliated mining company	28,742	
Province of Ontario Mining Properties - at cost	1,191,262	
Province of Saskatchewan Alkali Leases - at nominal value (Note 1)	1	
Furniture and Equipment - at cost	6,204	
Deferred Exploration, Development and other Expenditures (Net) - Exhibit 'B'	1,411,542	
	$ 3,125,217	

Approved on behalf of the Board:

Director

Director

LIABILITIES

Current:	
Accounts payable and accrued	$ 3,578
Capital Stock (Note 2)	
Authorized - 5,000,000 shares of no par value	
Issued - 3,700,000 shares	2,869,000
Earned Surplus	252,639
	$ 3,125,217

Notes:

1 The company is contemplating the construction of facilities for the production of sodium sulphate. Relative thereto, $60,000 has been deposited with the Government of the Province of Saskatchewan under the terms of an agreement dated 28th January 1966, whereby the rights, title and interest in an alkali lease will be assigned to the company by Saskatchewan Minerals, a Crown Corporation, upon fulfilment of the terms of the agreement and the transfer of $60,000 in full settlement thereof.

2 50,000 treasury shares of the company are under option to an officer of the company at $1.25 per share, exercisable retroactively and currently at the rate of 10,000 shares annually over a five year period expiring 22nd April 1970.

EXHIBIT 'B'

TOMBILL MINES LIMITED

INTERIM STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND OTHER EXPENDITURES

FOR THE FIVE MONTHS ENDED 31ST MAY 1967

Sodium Sulphate Project - Saskatchewan:		
Alkali Lake rentals	$ 80	
Harvesting	13,832	
Ditchline work	5,814	
Snowplowing	280	
Purchase of lumber	654	
Salaries of project engineer and field employees	8,275	
Regional office salaries and expenses	2,357	
Travel and transportation	1,346	
General	157	32,795
Ontario Property Expenses:		
Engineering and other services	1,015	
Taxes	200	1,215
Administrative and General - Head Office:		
Annual meeting, reports and expenses	1,146	
Directors' fees and expenses	238	
Insurance, licenses and fees	226	
Legal, audit and accounting	4,040	
Office and general expenses	668	
Rent	1,474	
Salaries - executive	5,000	
- office	1,518	
Telephone and telegraph	455	
Transfer agent and registrar	500	
Travel	70	
	15,335	
Less - administrative fees received	625	14,710
		48,720
Deduct - Revenue:		
Interest earned	3,683	
Other	413	4,096
Total Net Expenditure for the period		44,624
Balance forward from 31st December 1966		1,366,918
Total Net Expenditure to 31st May 1967		$ 1,411,542

EXHIBIT 'C'

TOMBILL MINES LIMITED

STATEMENT SHOWING SOURCE AND APPLICATION OF FUNDS

FROM 1ST JANUARY TO 31ST MAY 1967

Source of Funds		Nil
Application of Funds:		
Net deferred exploration, development and other expenditures	$ 44,624	
Advances to affiliated mining company	10	44,634
Net decrease in Working Capital		$ 44,634
Working Capital - 31st December 1966:		
Current assets	$ 181,518	
Current liabilities	8,705	172,813
Working Capital - 31st May 1967:		
Current assets	131,757	
Current liabilities	3,578	128,179
Net decrease in Working Capital		$ 44,634

ENGINEER'S REPORT

INTRODUCTION

Sodium sulphate is a chemical produced in commercial quantities from mineral deposits and as a by-product of a number of chemical industries. It is used mainly by the kraft (sulphate) pulp industry, which consumes about 80% of the North American supply.

Nearly all the sodium sulphate produced in Canada comes from natural deposits in Saskatchewan, where four companies (with five plants) produced a record 402,000 tons in 1966. Of United States production of 1,392,000 tons in 1965, about 45% was obtained from natural deposits in California and Texas, the balance coming from by-product sources, primarily viscose rayon and Mannheim or Hargraves hydrochloric acid plants.

Until about 1950, kraft or sulphate pulp was used mainly to make strong dark-colored paper and board for packaging. Development of bleaching processes for kraft pulp has led to use of bleached kraft pulp for white paper products, so that since 1950 production of bleached and semi-bleached sulphate pulp has grown at an average annual rate of 11.6% compared to only 1.4% for all other pulps used for white paper. Sulphate pulp is displacing all other types of pulp except groundwood (used for newsprint), and practically all the new chemical pulp mills in North America will make kraft pulp. Kraft pulp capacity in North America doubled from 1952 to 1962, and is expected to double again by 1972.

This huge new kraft pulp capacity has created a parallel demand for more sodium sulphate. The main by-product sources are declining or remaining static, so that all this demand must be met from new sodium sulphate production from natural deposits.

The tremendous expansion of the kraft pulp industry, (particularly in nearby British Columbia where Saskatchewan sodium sulphate enjoys freight advantages over most competitors) coupled with limited sources of the additional sodium sulphate needed, provided the incentive for acquisition by Tombill Mines Limited of leases on sodium sulphate deposits in Saskatchewan. These deposits under lease contain reserves adequate for two production units of 100,000 tons per year each. This current financing is to provide funds to establish the first of these units at the Snakehole Lake deposit.

PROPERTIES

Tombill Mines Limited holds the following leases on sodium sulphate deposits issued by the Saskatchewan Government under the Alkali Mining Regulations.

Number	Deposit	Acres	Effective Date
A-4078	Eins Lake	1,059	November 20, 1964
A-4079	Lydden Lake	1,440	November 20, 1964
A-4081	Vincent Lake	1,240	December 1, 1964
A-4083	Verlo Lake	920	December 23, 1965
A-4084	Snakehole Lake	838	December 23, 1965

These leases are for a term of 20 years and are renewable. Expenditures totalling $10,000 must be made on each lease during the first three years, and all are in good standing.

In addition, Tombill has an Agreement with Saskatchewan Minerals (a Provincial Crown Corporation) and the Saskatchewan Department of Mineral Resources covering the remainder of Snakehole Lake and certain improvements and land at that deposit. Under the terms of this Agreement Tombill is committed to construct facilities for production of 100,000 tons sodium sulphate per year.

Snakehole Lake is approximately 7 miles south of the town of Cabri on the Empress branch of the Canadian Pacific Railway, and 40 miles northwest of Swift Current on the main line of the Canadian Pacific Railway, in southwestern Saskatchewan.

Verlo Lakes are eleven miles directly south of Snakehole Lake.

Vincent Lake is 15 miles north of Sidewood, on the main line of the Canadian Pacific Railway, 50 miles west of Swift Current.

Eins and Lydden Lakes are 16 miles west of the town of Biggar, and 76 miles west of Saskatoon on the main line of the Canadian National Railway in west central Saskatchewan. Branch lines of both railways pass within a few miles of these deposits.

RESERVES

Snakehole Lake and Vincent Lake were drilled by the Federal Department of Mines and Verlo Lakes by the Saskatchewan Department of Mineral Resources. Tombill drilled Lydden and Eins Lakes in 1965, and had Underwood, McLellan & Associates Ltd., consulting engineers, redrill Vincent, Snakehole and Verlo Lakes during the winter of 1965-66. The latest estimates of reserves of dry sodium sulphate are shown below.

Snakehole Lake	1,580,000 tons	
Verlo Lakes	820,000 tons	
Vincent Lake	1,950,000 tons	
Lydden and Eins Lakes	1,360,000 tons	(plus 600,000 tons magnesium sulphate)

Engineering studies are based on production of 100,000 tons of sodium sulphate per year for 15 years, requiring a reserve of 1,500,000 tons. Snakehole and Verlo Lakes are to be operated jointly, so that about 62% of the reserves will have to be extracted. About 77% of the Vincent Lake reserves will be needed for a 100,000 ton operation. The Eins Lake - Lydden Lake deposits do not contain sufficient reserves to support a large sodium sulphate plant. These leases were obtained as a source of mixed magnesium sulphate and sodium sulphate to be used for conversion of potassium chloride to potassium sulphate.

SUMMARY OF WORK COMPLETED

Processes for dehydration of Glauber's salt (the raw material obtained from the deposits) were investigated and compared by Stearns-Roger Canada Ltd. A multiple-effect evaporation plant was selected as a result of this study. Pilot plant tests to confirm the applicability of the process were conducted at the laboratories of the Swenson Evaporator Company in Harvey, Illinois.

Capital and operating cost estimates were prepared by Stearns-Roger Canada Ltd., based on production from the Snakehole and Verlo Lakes. The capital requirement is approximately $?,500,000. Profitability estimates show an attractive cash flow for a 100,000 ton per year plant at the current selling price of sodium sulphate.

Market studies by a firm selling the pulp industry indicate developing markets that should absorb the contemplated production by 1969-1970.

A project to develop the process for conversion to potassium chloride and sodium sulphate to potassium sulphate was sponsored at the Saskatchewan Research Council. Laboratory studies have been completed and plans are being made to carry the process to pilot plant scale.

At the Snakehole Lake site, water supply for the plant has been located and a well installed. Brine pumps were set up in 1966, and a supply of raw salt for plant operations was harvested early in 1967.

Sufficient work has been completed at Vincent Lake so that information is available on which to base plans for production there at some time in the future when demand for sodium sulphate justifies additional production.

Tombill Mines Limited has spent approximately $250,000 to date on these sodium sulphate projects.

CONCLUSIONS AND RECOMMENDATIONS

1. Based on the reports cited above dealing with costs, reserves and and markets, production of sodium sulphate from Snakehole Lake - Verlo Lakes deposits at 100,000 tons per year appears to be an attractive venture. Markets for sodium sulphate are expanding and sources of new supplies are limited. Therefore, it is recommended that Tombill Mines Limited proceed immediately with construction of the necessary facilities for sodium sulpnate at Snakehole Lake, so that full production may be attained in 1969-70.

2. The Vincent Lake deposit will provide reserves for a second operation when demand warrants additional production.

3. The Eins Lake and Lydden Lake deposits contain adequate reserves of sodium sulphate and magnesium sulphate to be used for conversion of potassium chloride to potassium sulphate. Pilot plant studies of the conversion process should be completed to provide technical data necessary for preparation of reliable capital and operating cost studies.

The proposed financing arrangement will provide funds to complete these programs.

R. V. Tomkins, B.E., P.Eng.
Regina, Saskatchewan
June 7, 1967

REFERENCES

1. "Sodium Sulphate of Western Canada" by L. H. Cole, Canada Department of Mines Rept. No. 646, 1926.

2. "Natural Sodium Sulphate in Saskatchewan" by R. V. Tomkins, Saskatchewan Department of Mineral Resources Rept. No. 6, 1954.

3. "Core Drilling For Industrial Minerals in Saskatchewan - 1953 and 1954", by E. Y. Carlson and W. J. Babey, Saskatchewan Department of Mineral Resources, 1955.

4. "Production of Potassium Sulphate from Naturally Occurring Sodium Sulphate and Potassium Chloride", by Brad Gunn, Canadian Journal of Chemical Engineering, August 1964, pp 187-190.

5. "Production of Potassium Sulphate from a Mixture of Sodium and Magnesium Sulphate and Potassium Chloride", by Brad Gunn, Saskatchewan Research Council Publication C64-2, May, 1964.

6. "Engineering Study for Tombill Mines Limited, Sodium Sulphate and Potassium Sulphate Plants, August, 1965", by Stearns-Roger Canada Ltd.

7. "Engineering Study for Proposed Sodium Sulphate Plant, February, 1966" by Stearns-Roger Canada Ltd.

8. "Engineering Study for Proposed Sodium Sulphate Plant, August, 1966", by Stearns-Roger Canada Ltd.

9. "Engineering Study for Proposed Sodium Sulphate Plant, Alternate, April, 1967", by Stearns-Roger Canada Ltd.

10. "Lydden Lake and Eins Lake - Sodium Sulphate and Magnesium Sulphate Reserves", Tombill Mines Limited, 1965.

11. "Evaluation of Sodium Sulphate Deposits at Verlo Lake and Snakehole Lake", by Underwood, McLellan & Associates Ltd., March, 1966.

12. "Evaluation of Sodium Sulphate Deposits at Vincent Lake" by Underwood, McLellan & Associates, March, 1966.

CERTIFICATE

I, Robert Vernon Tomkins, Chemical Engineer, Project Manager for Tombill Mines Limited, hereby certify:

1. That I was graduated from the University of Saskatchewan in the year 1944 with the degree of Bachelor of Science in Chemical Engineering with distinction.

2. That I am a Registered Professional Engineer in the Province of Saskatchewan, and a Member of the Canadian Institute of Mining and Metallurgy.

3. That I have no direct interest in the properties described herein, and that I have an indirect interest in these properties only through ownership of and options to purchase shares of Tombill Mines Limited.

4. That I was a Research Engineer from 1947 to 1952, and Director of Industrial Minerals Research for the Saskatchewan Department of Mineral Resources from 1952 to 1954, and that in these capacities I was in charge of investigations of the sodium sulphate resources of Saskatchewan and was the author of the publication of that Department called "Natural Sodium Sulphate in Saskatchewan" published First Edition in 1948 and Second Edition in 1954.

5. That I personally examined these properties in 1947 and 1951, and that I personally supervised all phases of the drilling program at Eins and Lydden Lakes conducted by Tombill Mines Limited in February of 1965.

6. That the foregoing report is based on knowledge and experience gained during the above associations, supplemented by study of the publications listed in the 'References'.

R. V. Tomkins, B.E., P.Eng.

Dated at -
Regina, Saskatchewan this
7th day of June, 1967.

16. **Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.**

Francana Oil & Gas Ltd., may be in a position to materially affect control of the Company if it is able to obtain sufficient proxies fr the rest of the large shareholders as shown in Item 15.

17. **If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.**

MARKETABLE SECURITIES
AS AT 31ST MAY, 1967

Security	Book Value	Market Value
60,000 shares in Glen Echo Mines Limited	$ 5,225	$ 3,000
500,000 shares in Gulch Mines Limited	58,096	135,000
Government of Canada Bonds -		
$2,000 4½% 1 September 1983	1,817	1,730
Add - accrued interest	23	23
Accrued interest on bonds held by Government of Saskatchewan (see below)	500	500
	65,661	140,253
Less - Reserve for Investments	11,029	
	$ 54,632	
Short Term Notes Receivable:		
Credit Foncier 6¼%	$ 51,000	$ 51,000
Accrued interest	783	783
	$ 51,783	$ 51,783
Government of Canada Bonds:		
$60,000 5% 1 October 1973 (Accrued interest included above with marketable securities)	$ 58,447	$ 57,750
Other Investments - in affiliated Companies:		
732,226 shares in Craskie Mines Limited	$ 21,129	Nil
16,000 shares in Maylac Gold Mines Ltd.	1	Nil
	21,130	Nil
Advances to Craskie Mines Limited	7,612	
	$ 28,742	

18. **Brief statement of any lawsuits pending or in process against company or its properties.**

There are no lawsuits pending or in process against the Company or its properties.

19. **The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.**

Agreement dated 24th February, 1966 between the Company and Francana Oil & Gas Ltd. providing for the financing of the Potash properties formerly owned by the Company - see filing statement number 1420 filed March 31st, '1966.

20. **Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.**

No other material facts. No shares of the Company are in the course of primary distribution to the public.

DATED June 23rd 15th 1967

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.A. Grant" _____ CORPORATE SEAL

"S.H. Robinson" _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

_____

_____